

PART ONE

BYLAWS of The United States Figure Skating Association

(As amended to May 6, 2005)

■ **Note:** At the 2005 Governing Council annual meeting, amendments to the USFSA Bylaws were adopted to eliminate the Executive Committee and downsize the Board of Directors. Those amendments are to take effect as at the conclusion of the 2006 Governing Council annual meeting. However, given their prospective effect from and after that time, they will be applied with respect to the manner in which the Board of Directors will be composed and directors will be elected at the 2006 Governing Council annual meeting.

The symbol ■ in this printing of the bylaws is used to reflect that the indicated article or section is subject to these amendments that will take effect at the conclusion of the 2006 annual meeting of the Governing Council. A printing of the bylaws that will take effect at that time may be found in its entirety beginning on page 26 immediately following the current bylaws. Therefore, from and after the conclusion of the 2006 Governing Council annual meeting and until the publication of the next edition of the rulebook, please refer to the bylaws printed at page 26.

ARTICLE I

Name

The name of this organization shall be "THE UNITED STATES FIGURE SKATING ASSOCIATION." For all purposes this name may be abbreviated to read "USFSA."

ARTICLE II

Objects

Mission: As the national governing body, the mission of the United States Figure Skating Association is to provide programs to encourage participation and achievement in the sport of figure skating on ice, and particularly:

- A. To serve as the national governing body in the sport of figure skating on ice as recognized by the United States Olympic Committee (USOC), and to serve as the United States member of the International Skating Union (ISU);
- B. To take all steps necessary to regulate and govern figure skating on ice throughout the United States, including the raising of funds to support activities of the USFSA by dues, the sale of publications, the conduct of competitions, carnival assessments, sanction fees and any other lawful means, provided that none of the income of the USFSA inures to the private profit of any of its members;
- C. To define and maintain uniform standards of skating proficiency;
- D. To prescribe rules for the holding of tests, competitions, exhibitions, carnivals and all other figure skating activities, and the eligibility therefore, and to qualify and appoint judges, referees and other officials for all tests, competitions and other figure skating events;
- E. To encourage and give guidance and assistance in the organization of local ice skating clubs, and the attaining of full participation in figure skating by individuals, groups, clubs, schools, colleges and universities throughout the United States;
- F. To organize and sponsor competitions and exhibitions for the purpose of stimulating interest in figure skating on the part of all persons, and to assist financially or otherwise, in accordance with the rules of the USFSA, the participants traveling to

- and from and attending such competitions and exhibitions, who would otherwise be unable to participate therein;
- G. To encourage those persons who have demonstrated an ongoing interest in figure skating to continue their participation in figure skating, and where possible, to obtain a college or university education;
 - H. To provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators and officials to participate in eligible athlete competition without discrimination on the basis of race, color, religion, age, gender or national origin, and with fair notice and an opportunity for a hearing to any eligible athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;
 - I. ■ To select members of the Board of Directors, members of the Executive Committee and athlete representatives without discrimination on the basis of race, color, religion, gender or national origin;
 - J. To submit to binding arbitration conducted in accordance with the commercial arbitration rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, as provided for in Section 205 and successor sections of the Ted Stevens Olympic and Amateur Sports Act (36 USC 220501 et. seq.), or involving the opportunity of any athlete coach, trainer, manager, administrator or official to participate in athletic competition, as provided for in the bylaws of the USOC;
 - K. To support, by contributions from the USFSA and its Memorial Fund, other charitable and educational organizations which are themselves exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended; and
 - L. To ensure that the foregoing objects are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and that the activities of the USFSA, both direct and indirect, are exclusively in furtherance of these objects.

ARTICLE III **Fiscal Year**

The fiscal year shall begin on July first of each year and end on June thirtieth of the following year.

ARTICLE IV **Jurisdiction**

Section 1 *Jurisdiction*. The USFSA shall have jurisdiction of figure skating activities on ice in the United States.

Section 2 *Geographical Divisions*. For the purposes of regulation and control, the geographical area under the jurisdiction of the USFSA shall be divided into three sections as follows:

Eastern Section: Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia.

Midwestern Section: Alabama, Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

Pacific Coast Section: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

For synchronized team skating only, the geographical divisions are as follows:

Eastern Section: Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia.

Midwestern Section: Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

■ refer to explanation found at top of page 1

Pacific Coast Section: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

ARTICLE V Membership

Section 1 *Classification*. There shall be eight types of membership in the USFSA:

- A. Clubs which foster figure skating, herein called "member clubs";
- B. Individual figure skaters registered with the USFSA who are members of a member club or a collegiate club;
- C. Individual figure skaters who are not home club members of any member club, herein called "individual members";
- D. Honorary members;
- E. Collegiate club and school-affiliated members;
- F. Basic Skills members;
- G. Supportive members; and
- H. Theatre On Ice/Team.

Section 2 *Member Clubs*. Member clubs shall consist of full member clubs, provisional member clubs and such other classes as may from time to time be determined by the Governing Council. Any club fostering figure skating may apply in writing for membership and, if satisfactory and upon compliance with all requirements of the USFSA, may be elected a full member club by a two-thirds (2/3) vote of the Governing Council present in-person or by proxy at an annual meeting. If an application for membership is received in the period between meetings of the Governing Council, the applicant may be admitted to provisional membership until the next subsequent annual meeting in such manner and upon such terms as may be set forth in the official rules of the USFSA. Provisional member clubs shall have only such privileges as are specified therein.

Section 3 *Individual Members*. Any individual figure skater not a home club member of any member club may upon written application and upon compliance with the requirements of the USFSA become an individual member. Individual membership shall automatically terminate when an individual member joins a member club.

Section 4 *Honorary Members*. An honorary member shall be a person elected as such by a two-thirds (2/3) vote of the Governing Council present in-person or by proxy at an annual meeting for such terms as the Governing Council may specify in said vote. Honorary members shall have no voting rights with respect to the government of the USFSA. Honorary members may serve, if elected or appointed, in any office or position and exercise all voting and other rights pertaining to the office or position so held.

Section 5 *Collegiate Clubs and School-Affiliated Members*. Collegiate clubs and school-affiliated members shall consist of individual schools, colleges and universities which agree to abide by the rules of the USFSA. Collegiate clubs and school-affiliated members shall have no voting rights with respect to the government of the USFSA. Any college or university may become a collegiate club member and any school may become a school-affiliated member at any time upon written application and upon compliance with the requirements of the USFSA and upon approval of its application by the Membership Committee.

Section 6 *Basic Skills Members*. Basic Skills members shall be persons participating in Basic Skills programs. Such members are not eligible for participation in the official test structure and shall have no voting rights with respect to the government of the USFSA.

Section 7 *Supportive Members*. Supportive members shall consist of organizations and individuals who voluntarily support the sport of figure skating through the payment of annual dues to the USFSA, but without voting rights with respect to the government thereof. Sports organizations which consist of not-for-profit corporations, federations, unions, associations, clubs or other groups organized in the United States which sponsor or conduct programs in the sport of figure skating on ice may apply to the Membership Committee to become organizational supportive members as may associations of vendors and other like organizations. These applications will be submitted to the Board of Directors for approval.

Section 8 *Theatre On Ice/Team Members*. Theatre On Ice/Team members shall consist of registered members who shall be subject to the rules of the USFSA. Theatre On Ice/Team members shall have no voting rights with respect to the government of the USFSA. A Theatre

On Ice/Team group may become a Theatre On Ice/Team member at any time upon written application and upon compliance with the requirements of the USFSA and upon approval of its application by the Membership Committee.

ARTICLE VI

Government

Section 1 *Governing Council*. The government of the USFSA shall be vested in a Governing Council, which shall consist of delegates appointed or elected in accordance with Article VII hereof.

Section 2 *Board of Directors*. The management of the business and affairs of the USFSA, including the granting of sanctions for national and international championships and competitions, shall be vested in and exercised by or under the authority of a Board of Directors which shall consist of the persons specified in Article VIII, Section 2 hereof.

■ Section 3 *Executive Committee*. In the intervals between meetings of the Board of Directors, an Executive Committee consisting of the persons specified in Article IX, Section 2 hereof shall have the authority to manage the day-to-day affairs of the USFSA.

ARTICLE VII

Delegates to the Governing Council

Section 1 *Qualifications and Tenure*. Delegates to the Governing Council must be registered members and be qualified in accordance with the official rules of the USFSA. They shall be appointed or elected annually as of February first to serve for one (1) year or until their successors are appointed or elected.

Section 2 *Appointment of Full Member Club Delegates*. Each active full member club, by action of its duly constituted governing body, shall appoint from among its registered home club members a number of delegates, based on the total number of registered members of such full member club during the preceding fiscal year, as shown in the following table. These delegates must meet the qualifications set forth in Section 1 of this article. A certificate of appointment, duly signed by the authorized officer of such full member club, shall be filed with the secretary of the USFSA.

<i>Number of Total Registrations</i>	<i>Number of Delegates</i>	<i>Number of Total Registrations</i>	<i>Number of Delegates</i>
25 but fewer than 50	1	450 but fewer than 550	7
50 but fewer than 100	2	550 but fewer than 650	8
100 but fewer than 150	3	650 but fewer than 750	9
150 but fewer than 250	4	750 but fewer than 850	10
250 but fewer than 350	5	850 but fewer than 950	11
350 but fewer than 450	6	950 or more	12

Section 3 *Election of Individual Member Delegates*. The individual members from each section may elect, from among those of their number qualified under Section 1 above, a number of delegates for that section in proportion to the number of individual members registered in that section during the preceding fiscal year, as shown in the following table:

<i>Number of Individual Members</i>	<i>Number of Delegates</i>	<i>Number of Individual Members</i>	<i>Number of Delegates</i>
25 but fewer than 50	1	450 but fewer than 550	7
50 but fewer than 100	2	550 but fewer than 650	8
100 but fewer than 150	3	650 but fewer than 750	9
150 but fewer than 250	4	750 but fewer than 850	10
250 but fewer than 350	5	850 but fewer than 950	11
350 but fewer than 450	6	950 or more	12

■ refer to explanation found at top of page 1

The USFSA will determine the procedures for implementing the individual member delegate election process and will provide these procedures to the individual members with the announcement of the meeting of the Governing Council, as described in Article X, Section 3 of the bylaws. The number of candidate(s) (determined by the table above) in each section receiving the most votes will be certified as a delegate(s) for the individual Members of that section.

Section 4 *Election of Athlete Delegates.* The athlete members shall be elected annually by the athletes and shall number no more than fifty (50). The athlete delegates shall be equally divided among ladies, men, pairs, dance and synchronized team skating. They shall have, divided equally among them, the number of votes equaling not less than twenty percent (20%) of the total permanent member club and individual member votes registered at the prior year's Governing Council with any fractions rounding up to a whole number.

Section 5 *Vacancies.* Full member clubs, athlete members and individual members may fill a vacancy among their delegates by filing the appropriate certificate of appointment or election with the secretary.

Section 6 *Observers.* Collegiate clubs and provisional member clubs shall not have the right, by virtue of such membership status, to appoint delegates to meetings of the Governing Council; they may, however, designate observers to attend meetings of the Governing Council, which observers, when present, will be accorded the privileges of the floor. Honorary members, individual members, members of member clubs, collegiate clubs, duly authorized representatives of school-affiliated members and supportive members, and Theatre on Ice/ Teams may attend meetings of the Governing Council as observers and, when present, will likewise be accorded the privileges of the floor.

Section 7 *Voting Rights.* On all matters submitted to a vote of the Governing Council, the athlete delegates as a group and each full member club shall be entitled to the same number of votes as the number of delegates to which they are entitled pursuant to Sections 4 and 2 respectively of this article. Each individual member delegate shall be entitled to one vote. Observers shall have no vote at meetings of the Governing Council. No member or class of members except delegates shall be entitled to vote on matters concerning the purposes, government and management of the affairs of the USFSA except as herein provided or as prescribed by law.

ARTICLE VIII Board of Directors

Section 1 *Powers and Duties.* The Board of Directors shall possess all the powers and duties necessary or desirable for the management of the business and affairs of the USFSA, except such powers and duties as are reserved solely for the Governing Council or otherwise limited by these bylaws.

■ **Section 2 *Composition and Qualifications.*** The Board of Directors shall consist of the 29 voting members specified in Section 3 of this article, each of whom must be at least eighteen (18) years of age, be a registered member of the USFSA and otherwise be qualified in accordance with the official rules of the USFSA. In addition, those persons specified in Section 5 of this article and honorary members elected in accordance with Section 5 of this article and those officeholders specified in Section 6 of the article shall also be nonvoting ex officio members.

■ **Section 3 *Voting Members.*** The elected voting members of the Board of Directors shall be the nine voting members of the Executive Committee as specified in Article IX, four committee group coordinators as specified in Article XVII, Section 3 and sixteen at large members. The at-large members shall include three each from the Eastern Section, the Midwestern Section and the Pacific Coast Section respectively. Three at large members must be actively engaged in national or international athletic coaching of figure skating on ice. One of these coaching members shall represent singles and pairs, one shall represent ice dancing, and one shall represent synchronized team skating. The remaining four at large members must be athletes as defined in Article XXIII, Section 2 and GR 3.00 at the time of their election. Two of these athletes shall represent singles and pairs, one shall represent ice dancing, and one shall represent synchronized team skating.

■ refer to explanation found at top of page 1

■ Section 4 *Terms*. The elected members of the Board of Directors, other than the officers and the athlete members of the board and the Executive Committee shall be elected for a term of one (1) year each and may hold office for no more than three (3) consecutive terms. The terms of service for officers shall be as specified in Article XI, Section 2 of these bylaws.

■ Section 5 *Nonvoting Members*. The appointed ISU Representative and the USOC Representative (including the representative to the USOC Athletes Advisory Council) shall be nonvoting, ex officio members of the Board of Directors. The Professional Skaters Association, Ice Skating Institute and Serving the American Rinks shall each name an individual from among their memberships to serve as nonvoting members of the Board of Directors. Nonvoting members of the Board of Directors may attend in-person meetings of the Board of Directors and, when present, will be accorded the privileges of the floor.

Section 6 *Honorary Members*. An honorary member of the Board of Directors shall be a person elected as such by a two-thirds (2/3) vote of the Board of Directors present in-person at a meeting for such term as the Board of Directors may specify in said vote. Honorary members of the Board of Directors shall have no vote therein as such, provided, however that they may serve, if elected or appointed, in any office or position in the USFSA and exercise all voting and other rights pertaining to such office or position. Honorary members of the Board of Directors may attend in-person meetings of the Board of Directors and, when present, will be accorded the privileges of the floor.

■ Section 7 *Ex Officio Members*. Those officeholders of the ISU and USOC (including its Athletes Advisory Council) representing the sport of figure skating shall be ex officio members of the Board of Directors by reason thereof, but shall have no vote therein as such. Such officeholders may attend meetings of the Board of Directors and when present will be accorded the privileges of the floor.

Section 8 *Representatives from Other Figure Skating Sports Organizations*. The USFSA will provide for reasonable direct representation on its Board of Directors for any sports organization which, in the sport for which recognition is sought, conducts, on a level of proficiency appropriate for the selection of eligible athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensures that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such amateur sports organization in relation to all other such programs and competitions in such sport in the United States. Representatives from other figure skating sports organizations may attend in-person meetings of the Board of Directors and, when present, will be accorded the privileges of the floor.

Section 9 *Attendance by Permanent Committee Chairs*. The chairs of the permanent committees specified in Article XVII hereof may attend in-person meetings of the Board of Directors and, if present, shall be accorded the privileges of the floor but shall have no vote therein.

Section 10 *Chair of the Board*. The president shall act as the chair of the Board of Directors.

Section 11 *Voting Rights*. Voting members of the Board of Directors shall be entitled to only one vote on said board, even though they may be members thereof in more than one of the classes of voting members constituting the Board of Directors.

Section 12 *Reports of Action*. All actions of the Board of Directors shall be reported to the Governing Council not later than the next ensuing meeting of said council and shall be subject to alteration or cancellation by the Governing Council, provided that no rights or acts of third parties shall be adversely affected thereby.

■ Section 13 *Nondiscrimination*. Members of the Board of Directors and members of the Executive Committee shall be selected without discrimination on the basis of race, color, religion, gender or national origin.

Section 14 *Removal*. Members of the Board of Directors may be removed as follows:

A. *Officers*. Officers may be removed in the manner set forth in Article XI, Section 7 of these bylaws.

B. *Athlete Members*. An athlete member of the Board of Directors (including an athlete member of the Executive Committee) may be removed at any time for cause by a two-thirds (2/3) vote of the Athletes Advisory Committee (excluding the vote of the affected athlete); provided, however, that (i) due notice of the meeting of the Athletes

Advisory Committee (or of the proposal that the Athletes Advisory Committee take action without a meeting) has been given to the affected athlete and (ii) the affected athlete is afforded a fair opportunity to be heard by the Athletes Advisory Committee or to submit a written statement to the Athletes Advisory Committee prior to action by the Athletes Advisory Committee.

- C. Other Voting Members of the Board. Members of the Board of Directors other than described in subsections (a) and (b), above, may be removed at any time for cause by a two-thirds (2/3) vote of the delegates of the Governing Council entitled to vote; provided, however, that (i) due notice of the meeting of the Governing Council (or of the proposal that the Governing Council take action without a meeting in accordance with the provisions of Article X, Section 23 of these bylaws) has been given to the affected director and (ii) the affected director is afforded a fair opportunity to be heard by the Governing Council or to submit a written statement to the Governing Council prior to action by the Governing Council.

Section 15 *Vacancies.* All vacancies occurring among the elected voting members of the Board of Directors, except athlete members of the Board of Directors, shall be filled by an affirmative vote of a majority of the remaining directors. Any vacancy in athlete positions on the Board of Directors shall be filled by a vote by the athletes in the same manner athletes are elected to serve on the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office.

■ ARTICLE IX Executive Committee

■ Section 1 *Powers and Duties.* In the intervals between meetings of the Board of Directors, the Executive Committee shall have the authority to manage the day-to-day affairs, except that it shall not have the authority to alter or cancel any action adopted by the full board. It shall be the responsibility of the Executive Committee to supervise the activities of the executive director of the USFSA, and to oversee the operations of the USFSA Headquarters, the Memorial Fund and the publication of SKATING magazine.

■ Section 2 *Composition.* The Executive Committee shall consist of the president, the three vice presidents, the secretary, the treasurer, the immediate past president, and two athlete members of the Board of Directors elected pursuant to Article XVI, Section 2 who meet the definitions in Article XXIII, Section 2 and GR 3.00.

■ Section 3 *Chair of the Executive Committee.* The president shall act as the chair of the Executive Committee.

■ Section 4 *Voting Rights.* Each member of the Executive Committee shall be entitled to only one vote on said committee.

■ Section 5 *Reports of Action.* All actions of the Executive Committee shall be reported to the Board of Directors not later than seven (7) days after such action or actions have been taken. Such action or actions shall be subject to cancellation by the Board of Directors if the directors, having received a proper report thereof, as provided herein, evidence their objection in writing to the chair of the Executive Committee by action of the board taken without a meeting (in accordance with the provisions of Section 24 of Article X of these bylaws) not later than twenty-one (21) days after such action or actions have been taken by the Executive Committee. Further, such action or actions shall be subject to alteration or cancellation by the Board of Directors at its next ensuing meeting, provided that no rights or acts of third parties shall be adversely affected thereby. The action or actions of the Executive Committee shall be deemed to be the action or actions of the Board of Directors as altered, canceled or ratified by it.

■ ARTICLE X Meetings of Governing Council, Board of Directors and Executive Committee

Section 1 *Annual Meeting of the Governing Council.* The annual meeting of the Governing Council shall be held during the months of April or May at the date, time and place selected and announced by the president with the approval of the Board of Directors not later than

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the preceding annual meeting of the Board of Directors. Individual and school-affiliated members shall be notified of such meeting. The annual meeting of the Governing Council shall be the annual meeting of the members for the purposes of the Colorado Revised Nonprofit Corporation Act as hereafter amended from time to time, and the corresponding provisions of any subsequent law. Honorary members, individual members, members of member clubs and collegiate clubs, supportive members and rink management members, may attend such meeting in their individual capacities with the rights and privileges of observers as set forth in Article VII, Sections 5 and 6 hereof. However, such individuals shall not be entitled to personal notice of the date, time and place of such meeting.

Section 2 *Special Meetings of the Governing Council.* Special meetings of the Governing Council may be called at any time upon the written request of ten percent (10%) of the full member clubs, at the request of the president, at the request of a majority of the delegates to the Governing Council or at the request of a majority of the Board of Directors.

Section 3 *Notices of Meetings of the Governing Council.* An announcement of the date and place of each annual meeting shall be sent to all member clubs, individual members, athlete delegates and to all members of the Board of Directors no fewer than four (4) months prior to the date of the meeting. Written notice of meetings of the Governing Council shall be mailed to all member clubs no fewer than twenty (20) days or more than sixty (60) days before the date of the meeting. Collegiate clubs shall be notified of meetings of the Governing Council by an announcement thereof posted on the USFSA web site or published in an issue of SKATING magazine mailed no more than sixty (60) days prior to the date of the meeting addressed or delivered to the member's or club's address shown in the USFSA's current list of members.

The written notices of meetings of the Governing Council shall state the date, time and place of the meeting, the general character of the business proposed to be transacted thereat and a description of any matter for which approval of members is sought. The exact wording of any proposed action need not be stated except that the specific text of any proposed amendments to these bylaws must be stated and except that the names and locations of all clubs to be proposed for full club membership shall be stated. An additional announcement to individual members and collegiate clubs published with SKATING magazine or on the USFSA web site no fewer than twenty (20) days prior to the meeting, shall state the date, time and place of the meeting and a description of any matter for which the approval of members is sought, along with a statement that a copy of the written notice sent to member clubs may be obtained on request to USFSA Headquarters.

Section 4 *Presiding Officer of the Governing Council.* The president, or in the president's absence, inability or refusal to attend, the vice presidents in their order, shall preside at all meetings of the Governing Council.

Section 5 *Quorum of the Governing Council.* Delegates or proxies representing no fewer than ten percent (10%) of the votes entitled to be cast shall constitute a quorum of the Governing Council.

Section 6 *Proxies in the Governing Council.*

- A. *Full Member Clubs.* Full member clubs may give a proxy for any one or more of their delegates in the event any such delegate does not attend a meeting in-person. The person receiving the proxy must meet the same qualifications required of delegates, except that the proxy holder does not need to be a member of the same club as the delegate from whom they received the proxy. Proxies may be exercised only at duly called meetings of the Governing Council and may be voted only on matters stated in the notice of the meeting.
- B. *Individual Member Delegates.* Delegates for individual members may give a proxy for their vote in the event any such delegate does not attend a meeting in-person. The person receiving the proxy shall possess the same qualifications required of delegates, except that a delegate giving a proxy may only give their proxy to another individual member delegate from their same section; provided, however, that if no such individual member delegate is available, the proxy may be given to another individual member delegate from another section. Proxies may be exercised only at duly called meetings of the Governing Council and may be voted only on matters stated in the notice of the meeting.

C. *Athlete Delegates.* Athlete delegates may give a proxy for any one or more of their votes in the event any such delegate does not attend a meeting in-person. The person receiving the athlete proxy shall possess the same qualifications required of the specific athlete delegate granting the proxy. Proxies may be exercised only at duly called meetings of the Governing Council and may be voted only on matters stated in the notice of the meeting.

Section 7 *Voting in the Governing Council.* Voting in the Governing Council shall be as provided in Article VII, Section 7 hereof. The president or a vice president acting in the president's stead (in addition to any vote or votes the president may have as a delegate or under a proxy or proxies) may vote to decide a tie.

Section 8 *Voting Requirements in the Governing Council.* The affirmative vote of a majority of the votes cast of the Governing Council present in-person or by proxy is necessary for the taking of any action in the Governing Council, except in those cases in which a greater percentage is required by these bylaws or by law.

■ Section 9 *Annual Meeting of the Board of Directors.* The annual meeting of the Board of Directors shall be held during the months of October or November at the date, time and place selected and announced by the president with the approval of the board.

■ Section 10 *Special Meetings of the Board of Directors.* Special meetings of the Board of Directors may be called upon written request of five members thereof or by the president. A special meeting shall be preceded by at least two (2) days' notice which shall state the date, time and place of the meeting but need not describe the purpose of the meeting.

Section 11 *Notices of Meetings of the Board of Directors.* An announcement of the date and place of each annual meeting shall be sent to all members (including ex officio and honorary members of the Board of Directors at least two (2) months prior to the date of the meeting. Written notice of meetings of the Board of Directors shall be mailed to all members (including ex officio and honorary members) thereof at least twenty (20) days before the date of the meeting, stating the date, time and place of the meeting and the general character of the purposes of the meeting.

Section 12 *Presiding Officer of the Board of Directors.* The president, or in the president's absence, inability or refusal to act, the vice presidents in their order, shall preside at all meetings of the Board of Directors.

Section 13 *Quorum in the Board of Directors.* The presence of no fewer than one-half (½) of the voting members of the Board of Directors in-person shall be necessary to constitute a quorum.

Section 14 *Voting in the Board of Directors.* Voting in the Board of Directors shall be as provided in Article VIII, Section 3 hereof.

Section 15 *Voting Requirements in the Board of Directors.* If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board of Directors present in-person is necessary for the taking of any action by the Board of Directors, except in those instances in which a greater percentage is required by these bylaws or by law.

■ Section 16 *Meetings of the Executive Committee.* Meetings of the Executive Committee may be called at any time upon the written request of five members thereof or by the president. All members of the Executive Committee shall be notified as much in advance of all meetings of the Executive Committee as circumstances permit.

■ Section 17 *Presiding Officer of the Executive Committee.* The president, or in the president's absence, inability or refusal to act, the vice presidents in their order, shall preside at all meetings of the Executive Committee.

■ Section 18 *Quorum in the Executive Committee.* The presence of at least five of the members of the Executive Committee in-person or present in a teleconference shall be necessary to constitute a quorum.

■ Section 19 *Voting in the Executive Committee.* Voting in the Executive Committee shall be as provided in Article IX, Section 4 hereof.

■ Section 20 *Voting Requirements in the Executive Committee.* If a quorum is present when a vote is taken, the affirmative vote of a majority of the Executive Committee present in-person and/or present in a teleconference is necessary for the taking of any action by the Executive

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Committee, except in those instances in which a greater percentage is required by these bylaws or by law.

■ *Section 21 Rules of Order at Meetings of the Governing Council, the Board of Directors and the Executive Committee.* The rules contained in Robert's Rule of Order, Newly Revised, shall govern all meetings of the Governing Council, the Board of Directors and the Executive Committee in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

■ *Section 22 Telephonic Meetings by the Board of Directors or Executive Committee.* The Board of Directors, in the case of a meeting of the board, and the Executive Committee, in the case of a meeting of the Executive Committee, may permit any director or member of the Executive Committee, as the case may be, to participate in a regular or special meeting thereof through the use of any means of communications by which all directors or Executive Committee members, as the case may be, can hear each other during the meeting. A person participating in a meeting in this manner is deemed to be present in-person at the meeting.

Section 23 Action by the Governing Council Without a Meeting. Between meetings, votes of the Governing Council may be taken by mail and/or by facsimile at the direction of the president, if a written ballot is delivered by the USFSA to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Any solicitation for votes by written ballot shall indicate the number of responses necessary to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, specify the time by which the ballot must be received by the USFSA in order to be counted and be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked. Notwithstanding the foregoing, any action required or permitted by these bylaws or other provision of law to be taken at a meeting of the Governing Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Governing Council entitled to vote with respect to the subject matter thereof. To be effective action, all such signed written consents must be received by the USFSA within sixty (60) days after the date the earliest dated writing describing and consenting to the action is received by the USFSA.

■ *Section 24 Action by the Board of Directors and Executive Committee Without a Meeting.* Between meetings, votes of the Board of Directors and the Executive Committee may be taken by mail and/or by facsimile at the direction of the president. Such action without a meeting may be taken if every member of the Board of Directors and Executive Committee, as the case may be, in writing either (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors or Executive Committee members, as the case may be, then in office were present and voted. The action shall only be effective if there are writings which describe the action, signed by all of the directors or Executive Committee members, as the case may be, received by the USFSA and filed with the minutes of the respective body. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the USFSA with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the USFSA unless the writings set forth a different date. Any director or member of the Executive Committee who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the USFSA before the last writing necessary to effect the action is received. All such action shall have the same effect as action taken at a meeting. Notwithstanding the foregoing, any action required or permitted by these bylaws or other provision of law to be taken at a meeting of the Board of Directors

■ refer to explanation found at top of page 1

or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors or the Executive Committee, as the case may be, entitled to vote with respect to the subject matter thereof.

Section 25 *Waiver of Notice*. Whenever any notice is required to be given by law, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI Officers

Section 1 *Elected Officers*. The elected officers shall be a president, three vice presidents (one from each of the three sections set forth in Article IV, Section 2 above), a secretary and a treasurer.

■ Section 2 *Terms*. The president shall be elected to hold office for a term of one (1) year and may hold office for no more than four (4) consecutive terms, except by a vote of two-thirds (2/3) of the delegates present in-person or by proxy at the annual meeting of the Governing Council at which they are elected. The three vice presidents, the secretary and the treasurer shall each be elected to hold office for a term of one (1) year, and may hold office for no more than three (3) consecutive terms, except by a vote of two-thirds (2/3) of the delegates present in-person or by proxy at the annual meeting of the Governing Council at which they are elected.

■ Section 3 *Executive Director*. The executive director shall be elected by the Board of Directors and shall be responsible for and shall manage the operations of USFSA Headquarters and the publication of SKATING magazine and such other operations of the USFSA as may from time to time be assigned to the executive director by the Board of Directors or the Executive Committee.

Section 4 *Establishment of Other Offices*. The Governing Council may establish such other offices and may appoint such honorary and other officers with such powers and duties as it may from time to time determine.

Section 5 *Qualifications of Officers*. Each officer of the USFSA must be at least eighteen (18) years of age, a registered member of the USFSA and otherwise qualified to serve in accordance with the official rules of the USFSA.

Section 6 *Officers of Other National Governing Bodies*. No officer shall simultaneously serve as an officer of any other amateur sports organization which is recognized by the U.S. Olympic Committee as a national governing body.

Section 7 *Removal*. Any officer may be removed at any time for cause by a two-thirds (2/3) vote of the Board of Directors (excluding the vote of the affected officer); provided, however, that (i) due notice of the meeting of the board (or of the proposal that the Board of Directors take action without a meeting in accordance with the provisions of Article X, Section 24 of these bylaws) has been given to the affected officer and (ii) the affected officer is afforded a fair opportunity to be heard by the board or to submit a written statement to the board prior to action by the Board of Directors. Such action by the Board of Directors shall be final and binding and, therefore, shall not be subject to action by the Governing Council as otherwise provided by Article VIII, Section 12 of these bylaws.

Section 8 *Vacancies*. All vacancies in the elected officer positions shall be filled by an affirmative vote of a majority of the remaining directors. An officer elected to fill a vacancy shall be elected for the un-expired term of such officer's predecessor in office.

ARTICLE XII President

■ Section 1 *Presiding Officer*. The president shall preside at all meetings of the Governing Council, the Board of Directors and the Executive Committee. The president shall generally supervise the activities of the USFSA and shall, with the secretary, sign all agreements and contracts made by the USFSA.

■ refer to explanation found at top of page 1

Section 2 *Powers of Appointment and Removal*. With the exception of the Athletes Advisory Committee, the Audit Committee and the Finance Committee, the president shall appoint the chairs of the permanent committees, the representatives and delegates to the ISU, the USOC and such other organizations with which the USFSA is affiliated and shall have the right to remove them, subject to the provisions of Article XVII, Sections 2 and 3 hereof, provided that such power shall not extend to the appointment or removal of any officeholders elected by the Governing Council.

Section 3 *Membership on Committees*. The president shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE XIII

Vice Presidents

The vice presidents, in their order, shall perform the duties of the president in the president's absence, inability or refusal to act. With respect to the section in which each resides when elected, the vice presidents shall be responsible for all matters relating to the advancement of figure skating in all its branches; the promotion of harmony among all of its members and member clubs; the solution of problems and the carrying out of the government and purposes of the USFSA in cooperation with the officers and committees thereof.

■ ARTICLE XIV

Secretary

The secretary shall keep the records of the USFSA and of all meetings of the Governing Council, the Board of Directors and the Executive Committee; shall prepare minutes of all meetings of the Governing Council, the Board of Directors and the Executive Committee; shall issue notices of all meetings of the Governing Council, the Board of Directors and the Executive Committee; and shall, with the president, sign all agreements and contracts made by the USFSA if so directed by the Governing Council, the Board of Directors or the Executive Committee.

ARTICLE XV

Treasurer

Section 1 *Supervision of Finances and Budget*. The treasurer shall serve as chair of the Finance Committee and shall have general control and supervision of the finances of the USFSA, including the examination of the books, accounts and records of all officers, committees and persons who handle any of the financial affairs of the USFSA. The treasurer shall cause to be prepared an annual itemized budget for submission to each annual meeting of the Governing Council and shall supervise and regulate the carrying out of such budget as adopted by the Governing Council.

■ Section 2 *Books of Account*. The treasurer shall cause to be kept full and correct accounts of the receipts and expenditures and of the property of the USFSA in books belonging to the USFSA and shall cause to be deposited all monies received in the name and to the credit of the USFSA in such depositories as the treasurer or the Board of Directors or the Executive Committee may designate from time to time.

■ Section 3 *Disbursements, Investments*. The treasurer shall disburse or cause to be disbursed the funds of the USFSA and, with the approval of the Executive Committee shall have authority to invest and reinvest funds and to sell, exchange, assign and transfer securities and other investment assets belonging to the USFSA.

■ Section 4 *Reports*. The treasurer shall render to the president, the Governing Council, the Board of Directors and the Executive Committee, whenever requested by any of them, an account of all the transactions as treasurer and shall present a full financial report each year to the annual meeting of the Governing Council.

ARTICLE XVI

Nominations and Elections of Officers and Board of Directors

■ Section 1 *Nominating Committee*. Each year there shall be established a twelve member Nominating Committee, which shall consist of (i) nine registered members, none of whom

■ refer to explanation found at top of page 1

shall represent the same region, and (ii) three registered athlete members who satisfy the criteria for athlete representation on USFSA committees set forth in Article XVII, Section 6 hereof. The nine members referred to in (i), above, shall consist of six members (two from each section) elected by the Governing Council at its annual meeting to serve two (2)-year terms, and the three members elected by the Board of Directors in the preceding year who are serving the second year of their two-year terms. The three athlete members, each representing a different section, shall be elected by the the Athletes Advisory Committee to serve one-year terms. Only athlete members may serve consecutive terms on the Nominating Committee. Members of the Nominating Committee shall be ineligible to be nominated for any office or to be recommended for a permanent committee chair while they are serving as a member of the Nominating Committee with the following exception: Athlete members of the Nominating Committee shall be eligible for service as an athlete member of the Board of Directors and /or as chair of the Athletes Advisory Committee. The Board of Directors shall, subject to the approval of the Governing Council, establish the voting procedures to be followed by the Governing Council with respect to the three registered members to be elected by it. The Nominating Committee shall elect one of its members to act as chair of the committee.¹

Section 2 *Nominations for Officers and Directors.* The Nominating Committee shall present to the annual meeting of the Governing Council in the immediately following year the names of the qualified persons nominated by it for officers and for such number of additional voting members of the Board of Directors as are to be elected pursuant to provisions of Article VIII, Section 3 hereof. The Nominating Committee shall designate one of the nominees for vice president as first vice president, one as second vice president and one as third vice president. The Athletes Advisory Committee shall deliver to the Nominating Committee the names of the athletes elected in accordance with the provisions of Section 4 of this Article XVI for presentation to the Governing Council. The report of the Nominating Committee shall be included in the written notice of meetings of the Governing Council as described in Article X, Section 3 of the bylaws.

Section 3 *Other Nominations.* Other nominations for such offices and for the Board of Directors may be made in accordance with the procedures set forth in the Nominating Committee Rules.

Section 4 *Elections.* The Governing Council shall, by majority of the delegates present in-person or by proxy at the meeting of the Governing Council, elect:

- A. A president, three vice presidents, a secretary, and a treasurer to hold office for a term specified in Article XI, Section 2, commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office; and
- B. ■ The Athletes Advisory Committee shall conduct elections to elect the appropriate number of athlete members of the Board of Directors and the Executive Committee to achieve the number of votes on the Board of Directors and Executive Committee, respectively, equaling not less than twenty (20%) percent of the total votes of the Board of Directors and Executive Committee, respectively.
- C. Such number of additional voting members of the Board of Directors as are to be elected pursuant to the provisions in Article VIII, Section 3 hereof for a term specified in Article VIII, Section 4 hereof, commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office.

ARTICLE XVII Committees

Section 1 *Permanent Committees.* There shall be the following permanent committees of the USFSA:

- | | |
|------------------------|-------------------|
| 1. Adult Skating | 15. Judges |
| 2. Athlete Development | 16. Membership |
| 3. Athletes Advisory | 17. Memorial Fund |

1. The present Nominating Committee was constituted under the bylaw provision for this section as in effect at the date of the 2005 Governing Council meeting. The language of this section as printed above will govern the composition of the Nominating Committee to be elected at the 2006 Governing Council meeting.

4. Audit

5. Coaches

6. Collegiate Program

7. Compensation

8. Competitions

9. Dance

10. Ethics

11. Finance

12. Grievance

13. International

14. International Judges and Officials

18. Pairs

19. Parents

20. Program Development

21. Rules

22. Sanctions and Eligibility

23. Singles

24. Sports Sciences and Medicine

25. Strategic Planning

26. Synchronized Team Skating

27. Tests

Section 2 *Chairs of Permanent Committees*. With the exception of the chair of the Athletes Advisory Committee, the Audit Committee and Finance Committee, the chairs of the permanent committees shall be appointed by the president upon the recommendation of the Nominating Committee. The chair of the Athletes Advisory Committee shall be elected by athletes from among the athlete representatives to the Board of Directors pursuant to Article VIII, Section 3 hereof. With the exception of the chair of the Finance Committee, the chair of a permanent committee may be removed by the president with the concurrence of the Board of Directors.

Section 3 *Committee Groups*. USFSA committees shall be organized into four committee groups:

Group 1 — Athlete Services: Athletes Advisory, Athlete Development, Coaches, International, Memorial Fund, Parents, and Sports Sciences and Medicine.

Group 2 — Membership Development: Membership, Collegiate Program, Collegiate Skating Institute, Program Development, Special Olympics and State Games.

Group 3 — Technical: Adult Skating, Competitions, Dance, International Judges and Officials, Judges, Pairs, Selections, Singles, Synchronized Team Skating and Tests.

Group 4 — Administrative/Legal: Audit, Compensation, Ethics, Finance, Grievance, Protocol, Rules, Sanctions and Eligibility, and Strategic Planning.

Coordinators of each committee group shall be nominated by the Nominating Committee and presented to the Governing Council for election.

Section 4 *ISU and Olympic Representatives*. The representatives to the International Skating Union and the United States Olympic Committee, referred to herein as the “ISU Representative” and “Olympic Representative” respectively, shall be appointed by the president and may be removed by the president with the concurrence of the Board of Directors.

■ Section 5 *Special and Ad Hoc Committees*. The president, with the concurrence of the Board of Directors or the Executive Committee, may from time to time designate and appoint or abolish special and ad hoc committees and chairs thereof and special offices and officers, each with such duties as may be determined from time to time by the Board of Directors or the Executive Committee or by the president with the concurrence of the Board of Directors or Executive Committee. The chairs of special and ad hoc committees and any officers appointed pursuant to this section may, upon the invitation of the president, attend meetings of the Board of Directors and, when present, will be accorded the privileges of the floor.

Section 6 *Athlete Representation*. At least twenty percent (20%) of all committees, subcommittees, task forces and all other types of legislative bodies including the Governing Council, whether permanent, special, ad hoc or otherwise, shall consist of individuals who are athletes as defined in Article XXIII, Section 2.

Section 7 *Ex Officio members*. Unless a bylaw or official rule provides otherwise, ex officio members may vote, but are not counted in determining the number required for a quorum or whether a quorum is present at a meeting.

Section 8 *Reports of Action*. All actions of all committees shall be reported to the Governing Council and to the Board of Directors at the next ensuing meetings thereof and shall be subject to alteration or cancellation by the Governing Council or by the Board of Directors, provided that no rights or acts of third parties shall be adversely affected thereby.

■ refer to explanation found at top of page 1

ARTICLE XVIII

Duties of Permanent Committees

Section 1 *Enforcement of Official Rules.* Each permanent committee has the duty and power of enforcing and carrying out the official rules which relate to the matters within its jurisdiction.

Section 2 *Formulation of Rules.* Each permanent committee has the duty of formulating rules for the matters within its jurisdiction (as outlined in Article XIX hereof) and of keeping said rules current and up to date. Any rule changes therein so formulated shall be submitted to the Board of Directors for action, and no rules or changes therein shall be effective until approved and published as provided in Article XXII hereof.

ARTICLE XIX

Jurisdiction of Permanent Committees

Each permanent committee, subject to the provisions of the official rules of the USFSA and to the control of the Board of Directors, shall have jurisdiction of all matters relating to the items stated after its title below:

Adult Skating: encourage and support the growth of figure skating for adults by creating and encouraging the creation of programs addressing the needs of the adult skating community as a whole; the composition and manner of performance of all singles, pairs, and dance tests of adult skaters not specifically delegated to the Singles and Pairs and Dance Committees; and all matters pertaining to adult skating competitions not specifically delegated to the Competitions Committee.

Athlete Development: develop recommendations for programs to bring identified athletes to their full potential consistent with the spirit of the rules, regulations and goals of the USFSA; consolidate the various athlete developmental programs into one overall plan for the greatest utilization of financial and human resources.

Athletes Advisory: the collection of viewpoints and ideas of active and former competitive athletes, the representation and promotion of the rights and viewpoints of active and former competitive athletes, the conducting of informational meetings and the election of individuals to serve in athlete positions of the USFSA as well as athlete positions in the USOC.

Audit: the provision of assistance to the Board of Directors with respect to matters involving the financial reporting, internal control, auditing, tax return and related legal compliance functions of USFSA, including oversight activities pertaining to (i) the integrity of the USFSA financial statements and financial and tax reporting, including review of the financial reporting and accounting standards and principles of USFSA, (ii) the qualifications, selection, engagement and independence of the USFSA independent auditors and (iii) the performance of the USFSA independent and internal audit functions.

Coaches: the collection of viewpoints and ideas at all levels; the coordination and representation of coaches serving on the many committees of the USFSA.

Collegiate Program: the encouragement, development, and promotion of figure skating in universities and colleges; the teaching of figure skating and the promotion of its inclusion in the curricula of universities and colleges; the promotion of figure skating as a competitive sport in universities and colleges.

Compensation: the provision of assistance to the Board of Directors with respect to matters involving (i) the selection of the executive director, (ii) the compensation structure and evaluation process for the executive director, and (iii) policies concerning compensation and benefit programs offered to USFSA employees.

Competitions: the conduct and control of all USFSA figure skating competitions on ice held in the United States, including the selection of officials therefore; the granting of sanctions therefore, except the U.S. Figure Skating Championships and international competitions, sanctions for which shall be granted by the Board of Directors of the USFSA; and the appointment, promotion, demotion, removal, education, conduct, qualification and performance of referees and accountants.

Dance: the composition, conduct, and manner of performance of all dance tests, the passing marks therefore, the standards for the marking and judging thereof, the keeping of records of the results thereof, the awarding of certificates and emblems therefore, the deter-

mination of fees to be charged, all other administrative matters common to all dance tests and all matters relating to ice dancing in competitions not specifically delegated to the Competitions Committee.

Ethics: the maintenance and administration of rules governing and applying the USFSA Code of Ethics, Code of Conduct and all other USFSA rules addressing issues of ethics and member or member club conduct.

Finance: the provision of assistance to the treasurer in executing the duties of the office; also, financial policy analysis for the officers, the Board of Directors and the Governing Council; the execution of special financial studies and projects for officers and the Board of Directors and to render such other financial assistance as may further the programs of the USFSA.

Grievance: the selection of persons to serve on Hearing Panels and the maintenance and administration of rules governing the conduct of grievance and disciplinary proceedings under the USFSA Bylaws and Rules.

International: the relationships of the USFSA with the International Skating Union and with the skating associations and clubs of foreign countries; the selection for and entry of figure skaters to represent the United States in World Championships and other international competitions and in the Olympic Winter Games; and the issuance of sanctions for USFSA skaters in foreign countries (except Canada) and for all foreign skaters (except Canadian) in the United States.

International Judges and Officials: the annual review of and maintenance of the list of referees, judges and other technical officials appointed by the ISU; the preparation of recommendations to the Board of Directors for appointment, promotion, demotion and removal of international referees, judges and other technical officials; the facilitation of ISU specified education of international judges, referees and other technical officials.

Judges: the appointment, promotion, demotion, removal, education, conduct, qualification and performance of judges for all tests and competitions.

Membership: the maintenance and administration of rules governing applications for membership; the investigation of such applications; the approval or disapproval of applications for collegiate and school-affiliated membership; supportive membership, Theatre On Ice/Team membership; the recommendation to the Governing Council of applicants for full club membership; the approval of change of name and /or of principal skating headquarters of member clubs; the placing of member clubs in an inactive status; the development of programs designed to provide growth in all membership categories; and the providing of assistance to member clubs with respect to their relationships with their rinks.

Memorial Fund: the raising of funds; the assistance by academic and skating scholarships to promising skaters who show future potential for national and international competition and who are in need of financial aid to continue their academic and skating education; and the review of applications for such academic and skating scholarships, designation of those who are to receive such awards and overseeing that the awards are properly made and used.

Pairs: the composition, conduct and manner of performance of all pairs tests, the passing marks therefore, the standards for marking and judging thereof, the keeping of records of the results thereof, the awarding of certificates and emblems therefore, the determination of fees to be charged, all other administrative matters common to all pairs tests, and all matters relating to pairs skating in competitions not specifically delegated to the Competitions Committee.

Parents: collecting viewpoints and ideas of parents of active and former competitive athletes; communicating these ideas and viewpoints; informational and educational meetings for parents; providing guidance to parents in their supportive role in the lives of competitive athletes; promoting Codes of Ethics and good sportsmanship; selecting spokespersons for meetings, seminars and camps.

Program Development: the creation and development of new programs for the benefit of the USFSA and its members.

Rules: the review and recommendation of the specific language of all proposals for changes in the bylaws and official rules of the USFSA.

Sanctions and Eligibility: the maintenance and administration of rules governing carnivals and exhibitions on ice held in the United States; the participation by registered skaters in carnivals and exhibitions in the United States and Canada and by Canadian skaters in the

United States; the granting and refusal of sanctions for such carnivals, exhibitions and appearances; the determination and collection of fees and assessments for such sanctions; the determination and control of the amount of expenses and the type and value of gifts allowed to registered skaters appearing in any such carnivals and exhibitions; the definition of eligible and ineligible persons in skating; the maintenance and administration of rules governing standards of participation in USFSA activities by eligible persons and others; the investigation and punishment of violations thereof; the classification of eligible persons and others; and the reinstatement of persons whose eligibility has been lost, suspended or restricted.

Singles: the composition, conduct and manner of performance of all singles tests, the passing marks therefore, the standards for marking and judging thereof, the keeping of records of the results thereof, the awarding of certificates and emblems therefore, the determination of fees to be charged, all other administrative matters common to all singles tests, and all matters relating to single skating in competitions not specifically delegated to the Competitions Committee.

Sports Sciences and Medicine: the application of basic and clinical sciences throughout the figure skating community in order to promote and advance skater health, accelerate athlete development and prevent injury. Subsidiary purposes include:

- A. to collect, develop and adapt scientific, clinical and athlete training information for the benefit of figure skaters and the sport of figure skating; to provide clinical and educational support to athlete development
- B. to provide or ensure adequate clinical support for USFSA championships and other USFSA sponsored skating events
- C. to carry out obligations and manage responsibilities with respect to USOC and ISU medical requirements
- D. to disseminate sports science information throughout the figure skating community
- E. to facilitate access for skaters, coaches, rink managers and others to well-qualified professional services in sports science, sports medicine and related clinical and educational fields
- F. to guide national programs with special clinical content.

Strategic Planning: to create a business plan that promotes and encourages the United States Figure Skating Association's mission.

Synchronized Team Skating: the composition and manner of performance of all synchronized team skating events; the standards for the marking and judging thereof; and all matters pertaining to synchronized team skating in competitions not specifically delegated to the Competitions Committee.

Tests: The administration of the test rules, testing procedures, the conduct of all tests, test fees, test records, certificates and emblems, rule violations, and all other matters common to tests not specifically delegated to other committees.

ARTICLE XX

Composition of Permanent Committees

Section 1 *General Provisions.* Each permanent committee, except the Audit Committee, the Compensation Committee, the Finance Committee, the Rules Committee and the Sports Medicine Committee, shall consist of no fewer than nine voting members. The Rules Committee and Sports Medicine Committee may consist of no fewer than three voting members. The Audit Committee, Compensation Committee, Finance Committee, Grievance Committee and International Judges and Officials Committee shall be of such size as specified below. The members insofar as practical shall be evenly divided between the three sections. Pursuant to the provisions of Article XVII, Section 2 hereof, the chairs of said committees, except the Athletes Advisory Committee, the Audit Committee and the Finance Committee, shall be appointed annually by the president to hold office for one (1) year from the conclusion of the annual meeting of the Governing Council for that year or until their respective successors are appointed and assume office. The members of said committees, except the Audit Committee, Compensation Committee, Finance Committee, Grievance Committee, and International Judges and Officials Committee, shall be appointed annually by their chairs to hold office for one (1) year or until their successors are appointed and assume office. Said chairs may remove such members with the concurrence of the presidents.

Section 2 *Specific Committee Provisions.* The following committees shall be composed as indicated and all members of such committees will hold office for one (1) year from the conclusion of the annual meeting of the Governing Council for that year or until their respective successors are appointed and assume office.

- A. The Audit Committee shall consist of at least three (3) and not more than five (5) members, a majority of whom shall not be members of the Board of Directors. The president shall appoint the members, with the approval of the Board of Directors. Each member must (i) be free of any material relationship that would interfere with the exercise of their independent judgment and (ii) meet any other requirements for independence, expertise or qualifications set forth in the Audit Committee Rules or policies and procedures established by and for the Audit Committee. The members of the Audit Committee shall designate the chair of the Committee.
- B. The Compensation Committee shall consist of at least three (3) and not more than five (5) members, all of whom shall be members of the Board of Directors. The president shall appoint the members, with the approval of the Board of Directors. Each member must (i) be free of any material relationship that would interfere with the exercise of their independent judgment and (ii) meet any qualifications set forth in the Compensation Committee Rules or policies and procedures established by and for the Compensation Committee.
- C. Finance Committee. The Finance Committee shall consist of the treasurer (as chair), the immediate past treasurer and six members appointed by the chair for their financial business experience. The executive director, the associate executive director, the chair of the Strategic Planning Committee, and the controller of the USFSA shall be ex officio members of the Finance Committee.
- D. Grievance Committee. The Grievance Committee shall consist of a chair annually appointed by the president, and thirty-four members appointed for three-year terms as follows: three USFSA members from each region appointed by the appropriate sectional vice president, and seven athletes as defined in Article XXIII, Section 2, appointed by the chair of the Athletes Advisory Committee (herein called "Athlete Members of the Grievance Committee"). This committee will constitute the member pool from which at least two-thirds (2/3) of the members of any Hearing Panel will be drawn. Each year one-third (1/3) of the committee will be appointed for a three-year term.
- E. International Judges and Officials Committee. The International Judges and Officials Committee shall consist of the chair, the chairs of Competitions, International, and Judges Committees, the ISU representative, the USFSA vice presidents and such other members as the president may appoint.

ARTICLE XXI USFSA Memorial Fund

Section 1 *Establishment of Fund.* There is hereby established within the USFSA a special fund which may be referred to as the "USFSA Memorial Fund." The fund shall be managed and administered by the Memorial Fund Operating Committee as more fully described in Section 4 below. The fund is to be promoted by the activities of the Memorial Fund Committee described in Article XIX hereof.

Section 2 *Purpose of Fund.* The purpose of the USFSA Memorial Fund is to memorialize in a manner that would be of assistance to future aspiring figure skaters the 1961 United States World Figure Skating Team, coaches and officials who lost their lives in the tragic crash of their airplane near Brussels, Belgium, on February 15, 1961, while en route to the World Championships in Prague, Czechoslovakia.

Section 3 *Receipt of Property.* The USFSA shall receive, accept, take, hold, deal with, disburse and dispose of all property given, transferred, conveyed, devised or bequeathed to the USFSA Memorial Fund only in the manner hereinafter authorized and only for the objects, purposes and uses specified in Article II hereof. Contributions to the USFSA Memorial Fund may be received in the memory of a specific person, as an unrestricted gift, or as a restricted gift for the use and benefit of such worthy skaters as the USFSA member club or clubs specified by

the donor may from time to time select through action of their governing boards, provided, however, that restricted gifts may be subject to a ten percent (10%) contribution to the general funds of the USFSA to cover administrative costs and to promote the general purposes of the USFSA Memorial Fund.

Section 4 *Memorial Fund Operating Committee*. The Memorial Fund Operating Committee shall consist of the president, the chair of the USFSA Memorial Fund Committee and such additional members as may be appointed annually by the president. It is the responsibility of the USFSA Memorial Fund Operating Committee to determine the policy of the Memorial Fund, especially with regard to investments and operating policies. Decisions of the Memorial Fund Operating Committee may be reached by a vote of a majority of the members of the committee acting in-person at a meeting or by telephone, telegram or mail.

Section 5 *Memorial Fund Scholarships*. The Memorial Fund Committee may award scholarships to assist deserving and promising figure skaters who are in need of financial assistance in order to continue their education in competitive figure skating and/or to obtain a college or university education, by paying to or for the benefit of such skaters the cost of all or any part of the expenses incurred for coaching, ice time, travel to qualifying competitions, skates, competition skating attire and the like, and/or tuition, board and lodging while attending the colleges or universities of their choice. Race, color, religion, age, gender or national origin shall not be considered in the selection of recipients for such awards.

Section 6 *Applications Procedures*. The USFSA Memorial Fund Committee shall establish procedures, rules and regulations governing the receipt and review of applications for academic and skating scholarships and the designation of those applicants who are to receive such scholarships in order to ensure that the scholarships are properly granted and used. The Memorial Fund Committee may establish such criteria and eligibility standards and adopt such application forms and reports to aid them in determining those applicants who are promising and deserving recipients of awards of scholarships, in allocating the same from the funds available for such purposes, and ensuring that such awards are properly made and used as are not inconsistent with this article.

Section 7 *Internal Procedures and Accounting*. The USFSA shall adopt and employ such internal administrative procedures and accounting methods as may be necessary and appropriate to maintain the functions of the USFSA Memorial Fund. Such procedures and methods shall include the creation and use of banking and investment accounts for the USFSA Memorial Fund separate from those of the USFSA and other means sufficient to prevent the commingling of the funds and property of the USFSA Memorial Fund with the general funds and property of the USFSA.

ARTICLE XXII

Official Rules

■ Section 1 *Rules and Regulations*. The Governing Council, and in the intervals between meetings of the Governing Council, the Board of Directors, may adopt, publish, enforce and change rules and regulations consistent with the provisions of these bylaws for the regulation and carrying out of the purposes, government and management of the affairs of the USFSA. Such rules and regulations shall be entitled "Official Rules of the USFSA" and may be adopted by either body on its own motion or as a result of reports of one or more of the committees specified in Article XVII, Sections 1 and 5 hereof and shall be published in such manner and become effective at such time as is provided in Section 3 of this article. In the absence of such rules and regulations, the powers and duties of carrying out the purposes, government and management of the affairs of the USFSA remain vested in the Governing Council, Board of Directors and Executive Committee as herein provided.

■ Section 2 *Publication of Rulebook, Contents*. The USFSA shall publish each year, as soon after July first as is practicable, an annual rulebook containing the bylaws, the official rules of the USFSA and such other matters as may from time to time be determined by the Board of Directors or the Executive Committee.

Section 3 *Effectiveness*. Such rules and regulations or any amendments thereto shall become effective on September first each year or upon such specific date as may otherwise be stated in the motion of adoption thereof.

ARTICLE XXIII

Prerequisites to Participation in USFSA Activities and the Definition of Athlete

Section 1 *Prerequisites*. Any person shall have the opportunity to participate in the activities of the USFSA, including but not limited to the opportunity to compete in competitions, take tests and participate in carnivals and exhibitions sponsored by the USFSA and the opportunity to serve as an officer, a director or committee member or as an official in figure skating, if such person is a member in good standing of a member club, collegiate club or an honorary or individual member and is registered with the USFSA and is otherwise eligible to do so in accordance with the official rules of the USFSA. The USFSA does not discriminate on the basis of race, color, religion, age, gender or national origin.

Section 2 *Definition of Athlete*. For all purposes set forth in these bylaws or the official rules of the USFSA, an athlete shall be defined as a member meeting the prerequisites of Section 1 and:

- A. Any person who competes in a sectional championship in singles, pairs or dance in a qualifying event; or the U.S. Figure Skating Championships, the U.S. Junior Figure Skating Championships or the U.S. Synchronized Team Skating Championships; or
- B. Any person who places first through fourth in singles, pairs or dance in the U.S. Collegiate Figure Skating Championships or the U.S. Adult Figure Skating Championships; or
- C. Any person who has met any of the criteria in subsection (i) or (ii) within the prior five (5) years; or
- D. Any person who has competed for the USFSA in an international competition within the prior ten (10) years.

ARTICLE XXIV

Registration

■ Section 1 *Registration Requirement Generally*. A registered member is a person registered in accordance with this article who is a member of a member club, a collegiate club, an individual member, or an honorary member. Every officer, committee member and member of the Board of Directors and the Executive Committee and every delegate to the Governing Council, every referee, judge and accountant or other official in figure skating, and figure skaters who are members of a member club, collegiate club, or an honorary or individual member shall be registered annually with the USFSA.

Section 2 *Registration Procedure*. Member clubs and collegiate clubs shall be responsible for the collection of registration fees from their members, the issuance of registration cards thereto, and the submission of lists of their registered members together with the amount of the fees therefore to the USFSA. Registration of individual members shall be in accordance with, and the annual fee therefore shall be included in the dues collected pursuant to the Membership Rules.

Section 3 *Registration Cards*. Registration cards shall be valid from July 1 of a year (and the month immediately prior) through June 30 of the following year and renewable before July 31 of that following year.

Section 4 *Registration Monies*. All monies received from registration fees shall become part of the general funds of the USFSA.

ARTICLE XXV

Resignations

Any member club, collegiate club, school-affiliated member or Theatre On Ice/Team may resign from the USFSA after payments of all dues and other fees then due, including those for the fiscal year in which the resignation is tendered, by mailing written notice of resignation to USFSA Headquarters.

ARTICLE XXVI

Grievance and Disciplinary Proceedings

Suspension, Expulsion and Loss of Membership Privileges

Section 1 *Delinquent Financial Obligations*. Any member club, collegiate club, school-affiliated member or individual member which fails to make payment of dues, registration fees, or any other financial obligations due the USFSA by the January first next succeeding the due date shall be considered delinquent and shall lose all privileges of membership. However, payment of the delinquent obligations at any time prior to the date of the immediately following annual meeting of the Governing Council shall restore the privileges of membership.

Section 2 *Expulsion of Delinquent Members*. At each annual meeting of the Governing Council, the treasurer shall submit a list of all member clubs, collegiate clubs, school-affiliated members and individual members which are delinquent with respect to the payment of dues, registration fees or any other financial obligations due the USFSA and shall recommend appropriate action to be taken with respect thereto. Any such delinquent member club, collegiate club, school-affiliated members or individual member may be permanently expelled from membership by a majority vote of the delegates present in-person or by proxy at such meeting provided that the delinquent member shall have first been afforded notice of the proposed expulsion and an opportunity to be heard pursuant to a fair and reasonable procedure established by the board as written policy of the USFSA.

Section 3 *Grievance and Disciplinary Proceedings*. All grievance and disciplinary procedures shall be filed and resolved pursuant to the procedures outlined in this section and in the Grievance Committee Rules and Ethics Committee Rules. The forms and instructions for filing a grievance are available from USFSA Headquarters upon request of a member or member club.

A. *Grievance Proceedings*:

1. *Scope*: Any USFSA member or member club aggrieved or harmed by the alleged violation of a USFSA bylaw or rule by any other USFSA member or member club may bring a grievance citing the alleged violation of the USFSA bylaw or rule. The member or member club must be a member in good standing both at the time the grievance is filed and at the time of the alleged violation of the USFSA bylaw or rule. Such grievance must include the allegation that violation of a specific USFSA bylaw or rule caused harm to the Grievant.
2. *Time period*: A grievance must be filed within sixty (60) days of the occurrence of the alleged violation, or within sixty (60) days of the discovery of the alleged violation, or in the case of a minor, within sixty (60) days of the minor's eighteenth (18th) birthday, whichever is later.

The specific Grievance Statement filing requirements and hearing procedure guidelines for a grievance that proceeds under Section 3 (a) shall be found in Grievance Committee Rules (GCR).

B. *Disciplinary Proceedings*:

1. *Scope*: A vice president, by referral to the chair of Ethics Committee, or the chair of the Ethics Committee, after a referral by a vice president or the chair of the Grievance Committee pursuant to applicable Grievance or Ethics Committee rules, may initiate disciplinary proceedings as to any matter arising under GR 1.02, GR 1.03 or GR 1.04.
2. *Review*: Upon referral of the matter by a vice president, or the chair of the Grievance Committee, the chair of Ethics Committee shall have thirty (30) days to review the matter.
 - a. If the chair of the Ethics Committee determines that further proceedings are not warranted, the chair of the Ethics Committee shall in writing so advise the person initiating the disciplinary proceeding and the person(s), if any, who filed the complaint or grievance.
 - b. If the chair of the Ethics Committee determines that further proceedings are warranted, the chair of the Ethics Committee shall in writing so advise the person initiating the disciplinary proceeding and indicate either (A) that such

person or the person(s), if any, who filed the complaint or grievance may file a Grievance Statement (in which case the person who files the Grievance Statement shall be the “Grievant”) or (B) alternatively, and at the discretion of the chair of the Ethics Committee, that the chair of the Ethics Committee has decided to file a Grievance Statement (in which case the USFSA shall be the “Grievant” with the chair of the Ethics Committee acting on behalf of the USFSA). The specific Grievance Statement filing requirements and hearing procedure guidelines for a “Disciplinary Proceeding” under this Section 3(b) shall be found in Ethics Committee Rules (ECR)

C. *Appeal from Regular Grievance or Disciplinary Proceedings:*

(For appeals from Expedited Hearings, refer to Article XXVI Section 3(d) (below) and the Grievance Committee Rules (GCR)).

1. ■ *Notice of Appeal:* Either the Grievant or the Respondent may appeal the decision of the Hearing Panel for either a grievance or disciplinary matter to the Executive Committee excluding the involved vice president (the “Appellate Panel”) by filing a written notice of appeal, including statement of the grounds for such appeal, with the chair of the Grievance Committee within thirty (30) days of the receipt of the Hearing Panel’s decision. Upon receiving written notice of appeal, the chair of the Grievance Committee shall promptly notify in writing and deliver a copy of the notice of appeal to the members of the Appellate Panel, the chair of the Hearing Panel, and all other parties to the proceeding. Other parties to the proceeding may, within ten (10) days of receipt of the notice of appeal, submit a written statement in response to the appeal which statement shall be delivered to all other parties to the proceeding and the chair of the Grievance Committee. The chair of the Hearing Panel shall cause the record of the hearing to be promptly delivered to the USFSA secretary after receipt of the notice of appeal.
2. *Appeal Guidelines:* An appeal of a decision of a Hearing Panel will be based solely upon an allegation that such panel acted erroneously, and must include the allegation that the Hearing Panel incorrectly interpreted or applied the applicable USFSA Bylaws or Rules, or erred in the analysis of such bylaws or rules as applied to the facts at hand. The Appellate Panel’s decision on the appeal must be based solely on the record of the hearing delivered by the Hearing Panel. No new evidence may be presented. The Appellate Panel members shall each receive a copy of the record of the hearing and, within thirty (30) days of receipt of the record of hearing, the Appellate Panel will meet in-person or by telephone conference call to review the appeal.
3. ■ *Appellate Panel’s Decision:* The Appellate Panel will issue its written decision within ten (10) days of the conclusion of its meeting pursuant to Section (c)(ii). The decision shall be delivered to the parties to the proceeding and to the chair of the Grievance Committee. The decision of the Appellate Panel will not be subject to reporting to or action of the Board of Directors as otherwise required by the provisions of Article IX, Section 5 of the USFSA Bylaws and, therefore, shall be final on its terms, unless the decision arises from a controversy involving recognition of the USFSA as a national governing body or involves the opportunity of any eligible athlete, coach, trainer, manager, administrator or official to participate in athletic competition as protected by the USOC bylaws, in which event, upon demand of the affected person, the decision of the Appellate Panel may be submitted to arbitration by any party in accordance with the rules of the American Arbitration Association. Such arbitration shall be conducted at the office of the American Arbitration Association nearest to the headquarters of the USFSA unless the parties shall otherwise agree. The decision of the American Arbitration Association and any charges of the arbitrator shall be borne by the party against whom the decision of the arbitrator is rendered except as otherwise agreed by the parties.

■ refer to explanation found at top of page 1

D. *Expedited Proceedings:*

1. Notwithstanding any other provisions of the USFSA Bylaws or Rules to the contrary, when compliance with regular procedures contained in this Section 3 would not, in the discretion of the chair of the Grievance Committee, be likely to produce a sufficiently early decision to do justice to the affected parties, including, but not limited to matters affecting an ongoing, scheduled or impending USFSA qualifying competition or any competition protected by the USOC bylaws or the Ted Stevens Olympic and Amateur Sports Act, the matter may be summarily heard and decided on an expedited basis in accordance with provisions of applicable USFSA Grievance Committee Rules (GCR).
2. The member or member club subject to an expedited grievance or disciplinary proceeding must be given such notice and opportunity for a hearing as time and circumstances may reasonably dictate within the discretion of the chair of the Grievance Committee.
3. Expedited hearings may be conducted at the site of the athletic competition, at a site convenient to the parties as designated by the chair of the Grievance Committee, or by telephone conference if necessary.
4. Appeals from decisions heard on an expedited basis shall be taken only in accordance with the procedures set forth in the Grievance Committee Rules (GCR) for expedited hearings.

ARTICLE XXVII
Indemnification

■ Section 1 *Indemnification Generally.* The USFSA declares that any person who serves at its request as an officer, employee, member of the Governing Council, member or agent of the Board of Directors or the Executive Committee, chair or member of any USFSA committee or as an elected or appointed official of the USFSA shall, in such capacity, be subject to indemnification under the provisions of this article in accordance with and to the fullest permitted by the provisions of the Colorado Revised Nonprofit Corporation Act, as hereafter amended from time to time, and the corresponding provisions of any subsequent law (for purposes of this article referred to as the “Act” and the indemnification provisions of which are incorporated herein by this reference). Any such person shall be indemnified by or on behalf of the USFSA against expenses (including attorneys fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the USFSA) by reason of such service if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with the USFSA, that the conduct was in the best interests of the USFSA and, in all other cases, that the conduct was at least not opposed to the best interests of the USFSA and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2 *Prohibited Indemnification.* No person shall be entitled to indemnification under Section 1 of this article either: (i) in connection with a proceeding brought by or in the right of the USFSA in which such person was adjudged liable to the USFSA or (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in that person’s official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit.

Section 3 *Determination of Right to Indemnification.* Any indemnification under Section 1 of this article shall be made by the USFSA only as authorized in each specific case upon a determination that indemnification of the person is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Board of Directors by a majority of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding or, if such a quorum cannot be obtained, in a manner otherwise prescribed by the act. Notwithstanding the prohibitions on indemnification set forth in Section

■ refer to explanation found at top of page 1

2 of the article, indemnification may be made by the USFSA to the extent that the court in which the subject action or proceeding was brought shall determine upon application that, despite the adjudication of liability or guilt, but in view of all the circumstances of the case, a person referred to in Section 1 of this article is entitled to indemnity for such expenses and other amounts which the court may deem proper.

Section 4 *Insurance*. The Board of Directors may exercise the USFSA's power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person referred to in Section 1 of this article against any liability asserted against or incurred by such person in the capacity designated or arising out of the person's status as such, whether or not the USFSA would have the power to indemnify that person against such liability under the provisions of this article.

Section 5 *Survival of Indemnification*. The indemnification provided under Section 1 of this article shall continue as to persons who have ceased to serve in the capacity designated with respect to actions in their official capacity while serving as such and shall inure to the benefit of their heirs, executors and administrators.

ARTICLE XXVIII

Disposition of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the USFSA may be made by the Board of Directors upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as may be authorized by them, provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets shall be authorized only upon receiving the vote of a majority of the members of the Board of Directors, and further provided that such disposition is not inconsistent with the provisions of Article XXIX hereof or the articles of incorporation of the USFSA, as amended from time to time.

ARTICLE XXIX

Dissolution

In the event of the dissolution of the USFSA for any reason, all of its assets and property shall be distributed, or sold and the proceeds thereof distributed, to the organization which shall be a successor to the USFSA, provided that such organization shall first have obtained a ruling exempting it from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws (the "Code"), as an organization of the type described in Section 501(c)(3) of the Code, and if such successor organization has not obtained such ruling within a reasonable time following its establishment, or if there shall be no successor to the USFSA, then all of the USFSA's assets and property shall be distributed, or sold and the proceeds thereof distributed, to or among such one or more organizations as may be selected by the Governing Council as organizations having objects and purposes similar or related to those of the USFSA, provided that no distributions shall be made to an organization which does not have a ruling exempting such organization from federal income taxation as described above and provided further that in no event shall any part of such assets or property, or the proceeds of sale thereof, be distributed to or inure to the benefit of any member or of any individual.

The procedure for dissolution shall be as provided by and in the Colorado Revised Nonprofit Corporation Act, as hereafter amended from time to time, and the corresponding provisions of any subsequent law.

ARTICLE XXX

Amendments to Bylaws

Section 1 *Procedure for Amendments*. Amendments proposed to these bylaws may be acted upon at any annual or special meeting of the Governing Council, provided that the notice of the meeting states the specific text of the proposed amendments. Amendments to these bylaws shall become effective only upon publication in an edition of the rulebook or upon such specific date as may otherwise be stated in the motion of adoption thereof.

Section 2 *Necessary Vote*. A two-thirds (2/3) vote of all members of the Governing Council present in-person or by proxy at the meeting of the Governing Council at which the proposed amendment is acted upon shall be necessary for the adoption of any amendment to these bylaws.

■ **Note:** *At the 2005 Governing Council annual meeting, amendments to the USFSA Bylaws were adopted to eliminate the Executive Committee and downsize the Board of Directors. Those amendments are to take effect as at the conclusion of the 2006 Governing Council annual meeting. However, given their prospective effect from and after that time, they will be applied with respect to the manner in which the Board of Directors will be composed and directors will be elected at the 2006 Governing Council annual meeting.*

The symbol ■ in this printing of the bylaws is used to reflect that the indicated article or section is subject to these amendments that will take effect at the conclusion of the 2006 annual meeting of the Governing Council. A printing of the bylaws that will take effect at that time may be found in its entirety beginning on page 26 immediately following the current bylaws. Therefore, from and after the conclusion of the 2006 Governing Council annual meeting and until the publication of the next edition of the rulebook, please refer to the bylaws printed at page 26.